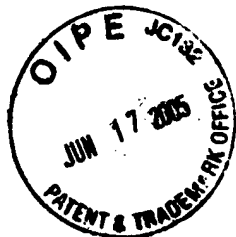


STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/29/2002
020565223 - 9268412



BEST AVAILABLE COPY

CERTIFICATE OF OWNERSHIP AND MERGER

OF

Agere Systems Guardian Corp.
(a Delaware corporation)

INTO

Agere Systems Inc.
(a Delaware corporation)

UNDER SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

Agere Systems Inc., a corporation organized and existing under the laws of Delaware ("Corporation"), DOES HEREBY CERTIFY:

FIRST: The Corporation is the owner of all of the outstanding shares of common stock of Agere Systems Guardian Corp., which is also a business corporation of the State of Delaware.

SECOND: On August 22, 2002 the Subsidiary Governance Committee of the Board of Directors of the Corporation adopted the following resolution to merge Agere Systems Guardian Corp. into the Corporation:

RESOLVED that Agere Systems Guardian Corp., a Delaware corporation, shall be merged with and into Agere Systems Inc., a Delaware corporation, with Agere Systems Inc. being the surviving corporation, and Agere Systems Inc. shall thereupon assume all of the obligations of Agere Systems Guardian Corp."

THIRD: That the merger authorized hereby shall become effective as of 9:00 a.m. Eastern Standard Time on August 31, 2002.

Executed on August 22, 2002

AGERE SYSTEMS INC.

By Paul Berno
Paul Berno, Vice President

Delaware

PAGE 1

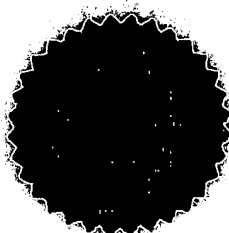
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AGERE SYSTEMS GUARDIAN CORP.", A DELAWARE CORPORATION, WITH AND INTO "AGERE SYSTEMS INC." UNDER THE NAME OF "AGERE SYSTEMS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 2002.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



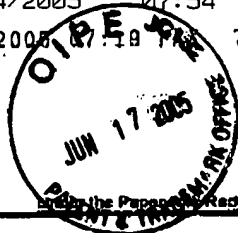
Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3268412 8100M

AUTHENTICATION: 1959517

020545223

DATE: 08-29-02



PTO/SB/88 (09-04)

Approved for use through 07/31/2006. OMB 0951-0031
U.S. Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE

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STATEMENT UNDER 37 CFR 3.73(b)

Applicant/Patent Owner: Agere Systems Inc.

Application No./Patent No.: 09/817,474 Filed/Issue Date: March 26, 2001

Entitled: WIRELESS LAN WITH CARRIER SENSE THRESHOLD ADAPTION

Agere Systems Inc. a corporation
(Name of Assignee) (Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

states that it is:

1. ☒ the assignee of the entire right, title, and interest; or
2. ☐ an assignee of less than the entire right, title and interest.
The extent (by percentage) of its ownership interest is _____ %

in the patent application/patent identified above by virtue of either:

A. ☐ An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____ or for which a copy thereof is attached.

OR

B. ☒ A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

1. From: A. Ekeienboom et al. (Inventors) To: Lucent Technologies Inc.
The document was recorded in the United States Patent and Trademark Office at
Reel 011708 Frame 0325 or for which a copy thereof is attached.
2. From: Lucent Technologies Inc. To: Agere Systems Guardian Corp.
The document was recorded in the United States Patent and Trademark Office at
Reel _____ Frame _____ or for which a copy thereof is attached.
3. From: Agere Systems Guardian Corp. To: Agere Systems Inc.
The document was recorded in the United States Patent and Trademark Office at
Reel _____ Frame _____ or for which a copy thereof is attached.

☐ Additional documents in the chain of title are listed on a supplemental sheet.

☒ Copies of assignments or other documents in the chain of title are attached.

[NOTE: A separate copy (i.e., a true copy of the original assignment document(s)) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

[Signature]
Signature

6/14/05
Date

Mark A. Kurisko

Printed or Typed Name

610 712 3754

Telephone Number

Corporate Counsel

Title

This collection of information is required by 37 CFR 3.73(b). The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.11 and 1.14. This collection is estimated to take 12 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1460, Alexandria, VA 22313-1460.

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.



EXP. MARK COPY

PATENT ASSIGNMENT

by and between

LUCENT TECHNOLOGIES INC.

and

AGERE SYSTEMS GUARDIAN CORP.

Dated as of January 30, 2001

PATENT ASSIGNMENT

THIS PATENT ASSIGNMENT (this "Assignment"), effective as of January 30, 2001 (the "Effective Date"), is by and between Lucent Technologies Inc., a Delaware corporation, with offices at 600 Mountain Avenue, Murray Hill, New Jersey 07974, United States of America, ("ASSIGNOR") and Agere Systems Guardian Corp., a Delaware corporation, with offices at 555 Union Boulevard, Allentown, PA 18109, United States of America ("Agere Systems Guardian").

RECITALS

A. WHEREAS, the Board of Directors of ASSIGNOR has determined that it is in the best interests of ASSIGNOR and its stockholders to separate ASSIGNOR's existing businesses into two independent businesses;

B. WHEREAS, ASSIGNOR presently owns or controls certain patents, patent applications, and invention submissions listed in the attached Appendices A and B (hereinafter "TRANSFERRED PATENTS") and;

C. WHEREAS, in furtherance of the foregoing separation, ASSIGNOR desires to transfer, assign, convey, deliver and vest all of its interests and rights in TRANSFERRED PATENTS for all countries, jurisdictions and political entities of the world, to and in Agere Systems Guardian;

NOW, THEREFORE, in consideration of the premises and for other good and valid consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows:

ASSIGNOR, subject to existing rights and licenses of third parties, does hereby assign, convey, transfer and deliver, and agrees to assign, convey, transfer and deliver to Agere Systems Guardian, its successors, assigns and legal representatives or nominees, ASSIGNOR's entire right, title and interest, for all countries, jurisdictions and political entities of the world, along with the right to sue for past infringement, to all TRANSFERRED PATENTS listed on Appendices A and B, and corresponding counterpart foreign patents and patent applications, with respect to which, and to the extent to which, ASSIGNOR now has or hereafter acquires the right to so assign, convey, transfer and deliver. Agere Systems Guardian recognizes that ASSIGNOR holds only bare legal title to the TRANSFERRED PATENTS listed in Appendix A (which lists the United States Patents and patent applications previously exclusively licensed to Lucent Technologies Microelectronics Guardian Corp.).


ASSIGNOR and ASSIGNEE recognize that the patents listed in Appendices A and B may inadvertently include patents that are owned by various subsidiaries of ASSIGNOR, including Agere, Inc., Oritel Corporation, Optimay Corporation, Herrmann Technology, Inc., and Enable Semiconductor, Inc. Ownership of such patents shall not be affected by this Patent

Assignor, and ASSIGNEE agrees that any such patents shall be deemed deleted from Appendices A and B.

ASSIGNOR agrees that, upon request it will, at any time without charge to Agere Systems Guardian, but at Agere Systems Guardian's expense, furnish all necessary documentation relating to or supporting chain of title, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for vesting title to TRANSFERRED PATENTS in Agere Systems Guardian, its successors, assigns and legal representatives or nominees; including but not limited to any acts which may be necessary, desirable or convenient for claiming said rights and for securing and maintaining patents for said inventions in any and all countries and for vesting title thereto in Agere Systems Guardian and its respective successors, assigns and legal representatives or nominees.

IN WITNESS WHEREOF, the parties have caused this PATENT ASSIGNMENT to be executed by their duly authorized representatives as of the Effective Date.

LUCENT TECHNOLOGIES INC.

By: 
Daniel F. McGurdy
President, Intellectual Property Business

AGERE SYSTEMS GUARDIAN CORP.

By: 
Fred M. Romano
President

Execution Copy

ACKNOWLEDGMENTS

STATE OF NEW JERSEY)

: ss:

COUNTY OF SOMERSET)

I CERTIFY that on January 30, 2001, Daniel P. McCurdy personally came before me and this person acknowledged under oath, to my satisfaction that:

a.) this person signed, sealed and delivered the attached Patent Assignment as President - Intellectual Property Business of Lucent Technologies Inc.; and

b.) this Patent Assignment was signed and made by Lucent Technologies Inc. as its voluntary act and deed by virtue of authority from its Board of Directors.



Name

TAMORA ANNE HANNA

Notary Public

Notary Public of New Jersey

My Commission Expires Registered in Hunterdon County

[Notarial Seal]

My Commission Expires March 25, 2002

STATE OF FLORIDA)

: ss:

COUNTY OF ORANGE)

I CERTIFY that on January 31, 2001, Fred M. Romano personally came before me and this person acknowledged under oath, to my satisfaction that:

a.) this person signed, sealed and delivered the attached Patent Assignment as Vice President of Agere Systems Guardian Corp.; and

b.) this Patent Assignment was signed and made by Agere Systems Guardian Corp. as its voluntary act and deed by virtue of authority from its Board of Directors.

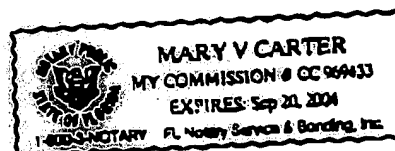


Name

Notary Public

My Commission Expires:

[Notarial Seal]



APPENDIX-BI (continued)
Transferred Patents (patent disclosures)

Case Name	IDS No.	Country	Serial No.	Filing Date
Addinall 3-2	119594 EPC		99309843	12/7/1999
Ammer 1-1	1211017 EPC		303383.4	4/20/2000
Awatier 11-13-10	122141 EPC		304239.7	5/19/2000
Awatier 5-13	120083 EPC		303793.4	5/5/2000
Awatier 6-14	120084 EPC		303784.3	5/5/2000
Awatier 7-3-15	120110 EPC		310290.2	11/20/2000
Awatier 8-35	121577 EPC		300397.7	1/20/2000
Baltersee 1-1-1	121008 EPC		300268	1/14/2000
Baltersee 2-2-2	121514 EPC		300254	1/14/2000
Baltersee 3-3-3	122055 EPC		104637.4	3/3/2000
Bar-David 9-10-18	114558 EPC		99303282	4/27/1999
Boer 4-5-1-6-5	120934 EPC		308184.1	9/20/2000
Brook 1-2-2	122536 EPC		304276.9	5/19/2000
Buckley 1	119438 EPC		9916972.4	7/20/1999
Buckley 1-1-1-2-1	117033 PCT		PCT/EP99/09027	11/11/1999
Buckley 2	119440 EPC		NULL	NULL
Buckley 3-1-2	122144 EPC		303977.3	5/11/2000
Busch 1-1	123325 EPC			NULL
Busch 2-2	123326 EPC			NULL
Busking 2	7 GR BRIT		9019486.1	9/6/1990
Canning 1-1-1-1	121133 EPC			NULL
Chambers 1	122265 EPC			NULL
Chapman 1	119419 EPC		NULL	NULL
Chapman 2	119435 EPC		9918792.4	8/10/1999
Chapman 4	119439 EPC		NULL	NULL
Chapman 5-4-5	121579 GR BRIT		5486.6	3/7/2000
Chapman 6-1-5	121887 GR BRIT		15105	6/20/2000
Chastanet 1	117218 FRANCE		8713646	10/2/1987
Chastanet 2-1-3	117248 FRANCE		9108065	6/28/1991
Cook 4-1	120446 EPC		99307660	9/28/1999
Cook 5-2	120447 EPC		99307661	9/28/1999
Cronin 1-1-1-1-1	121612 EPC			NULL
Davies 1-1-1-3-1	116205 EPC		98307490	9/15/1998
De Boer 1	118234 EPC		99302185	3/22/1999
De Boer 2-1	120534 EPC		NULL	NULL
Diepstraten 21-10-8	120711 EPC		300343.1	1/19/2000
Diepstraten 22-12-2-2	122133 EPC		306496.1	7/31/2000
Dietsche 1	120004 EPC		302954.3	4/7/2000
Dietsche 2	120005 EPC		309321.8	10/23/2000
Dittrich 1-1-19	120731 EPC		106914.5	3/31/2000
Dittrich 2-2-20	122004 EPC			NULL
Druke 1-1	7 GERMANY		P4318339.5	6/2/1993
Duan 2-4-2	121023 CHINA			NULL
Dubel 1	112669 GERMANY		P4013477.6	4/27/1990
Dubel 3	112669 GERMANY		P3538184.1	10/26/1985
Eikelenboom 1-11-9-10	120712 EPC		302533.5	3/28/2000

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